

**IN THE UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

ALISON D. MASTERS, on behalf of herself
and all other similarly situated shareholders
of GAS NATURAL,
608 Birchwood Drive
Willoughby, OH 44094

Plaintiff,

v.

MICHAEL B. BENDER, JAMES P. CARNEY,
RICHARD K. GREAVES, ROBERT B.
JOHNSTON, GREGORY J. OSBORNE,
MICHAEL R. WINTER, KEVIN J.
DEGENSTEIN, JENNIFER HABERMAN,
JAMES E. SPRAGUE,
c/o Gas Natural Inc.
1375 East Ninth Street
Suite 3100
Cleveland, OH 44114

JED. D. HENTHORNE
c/o Energy West Montana, Inc.
1 1st Avenue South
Great Falls, MT 59401

VINCENT A. PARISI
c/o Nisource, Inc.
801 East 86th Ave.
Merrillville, IN 46410

FR BISON HOLDINGS, INC.
c/o Corporation Service Company
Statutory Agent
2711 Centerville Rd., Suite 400
Wilmington, DE 19808

(continued on next page)

Civil Action No. _____

Hon. _____

NOTICE OF REMOVAL

FR BISON MERGER SUB, INC.)
c/o CSC-Lawyers Incorporating Service)
Statutory Agent)
50 West Broad Street, Suite 1800)
Columbus, OH 43215)
)
FIRST RESERVE ENERGY)
INFRASTRUCTURE FUND II, L.P.)
One Lafayette Place)
Greenwich, CT 06830)
)
ANITA G. ZUCKER (INDIVIDUALLY))
4838 Jenkins Avenue)
North Charleston, SC 29405)
)
ANITA G. ZUCKER (Trustee of the Article 6)
Marital Trust Under the First Amended and)
Restated Jerry Zucker Revocable Trust Dated)
April 2, 2007))
4838 Jenkins Avenue)
North Charleston, SC 29405)
)
THE INTERTECH GROUP, INC.)
c/o Michael Bender)
Statutory Agent)
4838 Jenkins Avenue)
North Charleston, SC 29405)
)
NIL FUNDING CORPORATION)
c/o Corporation Service Company)
Statutory Agent)
2711 Centerville Rd., Suite 400)
Wilmington, DE 19808)
)
Defendants.)
)
GAS NATURAL INC.)
c/o 1600 CNB Corp.)
Statutory Agent)
1375 East Ninth Street, 29th Floor)
Cleveland, Ohio 44114)
)
Nominal Defendant.)

NOTICE OF REMOVAL

PLEASE TAKE NOTICE that pursuant to 28 U.S.C. §§ 1331, 1367(a), 1441 and 1446, Defendants Michael B. Bender, James P. Carney, Richard K. Greaves, Robert B. Johnston, Gregory J. Osborne, Michael R. Winter, Kevin J. Degenstein, Jennifer Haberman, James E. Sprague, Jed. D. Henthorne, Vincent A. Parisi, FR Bison Holdings, Inc., FR Bison Merger Sub, Inc., First Reserve Energy Infrastructure Fund II, L.P., Anita G. Zucker (Individually and as Trustee of the Article 6 Marital Trust Under the First Amended and Restated Jerry Zucker Revocable Trust Dated April 2, 2007), The Intertech Group, Inc., NIL Funding Corporation and Gas Natural Inc. (collectively, “Defendants”) hereby jointly remove the above-captioned action from the Court of Common Pleas, Cuyahoga County, Ohio to the United States District Court for the Northern District of Ohio, Eastern Division.

BACKGROUND

1. In this action, Plaintiff Alison D. “Sunny” Masters (“Plaintiff”) purports to assert claims arising under the Securities Exchange Act of 1934, 15 U.S.C. § 78a, *et seq.* (the “Exchange Act”), as well as various state law claims, in connection with the proposed acquisition of Defendant Gas Natural Inc. (“GNI”) by Defendant First Reserve Energy Infrastructure Fund II, L.P. (“First Reserve”).

2. In the proposed acquisition, First Reserve has proposed to purchase all outstanding shares of GNI for \$13.10 per share – a 71% premium over the price of GNI shares on the New York Stock Exchange on the day prior to the proposed acquisition’s public announcement.

3. On November 3, 2016, Plaintiff filed a Verified Derivative and Class Action Complaint (the “Complaint”) in the Cuyahoga County Court of Common Pleas, Case No. CV-

16-871400. The action was assigned to the Honorable Jose A. Villanueva. A true and correct copy of the Complaint and summonses is attached hereto as Exhibit A. Plaintiff filed a First Amended Verified Derivative and Class Action Complaint (the “Amended Complaint”) on November 17, 2016. A true and correct copy of the Amended Complaint is attached hereto as Exhibit B. A true and correct copy of the state court docket sheet, as of the date of this filing, is attached hereto as Exhibit C.

4. This Notice of Removal is being filed within thirty days of the filing of the Complaint on November 3, 2016, and is therefore timely under 28 U.S.C. § 1446(b)(1).

5. All Defendants join in this Notice.

BASIS FOR REMOVAL

Original Jurisdiction

6. This is a civil action over which this Court has original jurisdiction, and removal is therefore appropriate pursuant to 28 U.S.C. §§ 1331 and 1441(a).

7. Specifically, Plaintiff asserts claims for violations of the Exchange Act, and various rules promulgated thereunder, in Counts VI, VII and VIII of the Amended Complaint. (Exhibit B at ¶¶ 136 - 151.) Pursuant to 28 U.S.C. § 1331(a), this Court has original jurisdiction over the Exchange Act claims because they arise under the laws of the United States.

8. Plaintiff asserts various state law claims in Counts I - V of the Amended Complaint. (Exhibit B at ¶¶ 109 - 135.) Pursuant to 28 U.S.C. § 1367(a), this Court has supplemental jurisdiction over these state law claims because they are so related to the Exchange Act claims that they form part of the same case or controversy under Article III of the United States Constitution.

Venue

9. The United States District Court for the Northern District of Ohio, Eastern Division, is the federal judicial district encompassing the Court of Common Pleas, Cuyahoga County, Ohio, where this action was originally filed. Venue is therefore proper in this district under 28 U.S.C. §§ 1391 and 1441(a).

Procedural Issues

10. Promptly after the filing of this Notice with this Court, Defendants will provide written notice of the removal of this action to Plaintiff and to the Court of Common Pleas, Cuyahoga County, Ohio by filing a Notice of Filing of Notice of Removal with the state court, together with a copy of the Notice of Removal, and by serving the same on Plaintiff's counsel as provided in 28 U.S.C. § 1446(d).

11. In filing this Notice of Removal, Defendants do not waive any defenses that may be available to them.

WHEREFORE, Defendants respectfully remove this action to the United States District Court for the Northern District of Ohio, Eastern Division.

Dated: November 28, 2016

/s/ Mitchell G. Blair

Mitchell G. Blair (0010892)
mblair@calfee.com
Fritz E. Berckmueller (0081530)
fberckmueller@calfee.com
Calfee, Halter & Griswold LLP
1405 East Sixth Street
Cleveland, OH 44114
Tel: (216) 622-8200
Fax: (216) 241-0816

Counsel for Defendants FR Bison Holdings, Inc., FR Bison Merger Sub, Inc., and First Reserve Energy Infrastructure Fund II, L.P.

Respectfully submitted,

/s/ Joseph C. Weinstein

Joseph C. Weinstein (0023504)
joe.weinstein@squirepb.com
Sean L. McGrane (0091287)
sean.mcgrane@squirepb.com
SQUIRE PATTON BOGGS (US) LLP
4900 Key Tower
127 Public Square
Cleveland, OH 44114
Tel: (216) 479-8500
Fax: (216) 479-8780

Counsel for Defendants Gas Natural Inc., Michael B. Bender, James P. Carney, Richard K. Greaves, Robert B. Johnston, Gregory J. Osborne, Michael R. Winter, Kevin J. Degenstein, Jennifer Haberman, James E. Sprague, Jed D. Henthorne and Vincent A. Parisi

/s/ Kip T. Bollin

Kip T. Bollin (0065275)
kip.bollin@thompsonhine.com
Mark R. Butscha, Jr. (0088854)
mark.butscha@thompsonhine.com
THOMPSON HINE
3900 Key Tower
127 Public Square
Cleveland, OH 44114
Tel: (216) 566-5500
Fax: (216) 566-5800

Counsel for Defendants Anita G. Zucker (Individually and as Trustee of the Article 6 Marital Trust Under the First Amended and Restated Jerry Zucker Revocable Trust Dated April 2, 2007), The Intertech Group, Inc., and NIL Funding Corporation

CERTIFICATE OF SERVICE

I hereby certify that a true and accurate copy of this Notice of Removal was served by electronic means and/or Federal Express this 28th day of November 2016 upon:

TUCKER ELLIS LLP
John Q. Lewis
john.lewis@tuckerellis.com
Seth J. Linnick
seth.linnick@tuckerellis.com
Christina E. Marino
christina.marino@tuckerellis.com
Casey L. Holzapfel
casey.holzapfel@tuckerellis.com
950 Main Avenue
Suite 1100
Cleveland, OH 44113-7213

Attorneys for Plaintiff

Cuyahoga County Court of Common Pleas
1200 Ontario St.
Cleveland, OH 44113
Case No. CV-16-871400

s/Sean L. McGrane
Attorney for
Defendants Gas Natural Inc., Michael B.
Bender, James P. Carney, Richard K.
Greaves, Robert B. Johnston, Gregory J.
Osborne, Michael R. Winter, Kevin J.
Degenstein, Jennifer Haberman, James E.
Sprague, Jed D. Henthorne and Vincent A.
Parisi